UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
General Motors Corporation, *et al.,*	:	Case No. 09-50026 (REG)
	:	
	:	(Jointly Administered)
Debtors.	:	
	:	

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SUPPLEMENTAL DECLARATION OF J. STEPHEN WORTH IN SUPPORT OF THE PROPOSED SALE OF DEBTORS' ASSETS TO VEHICLE ACQUISITION HOLDINGS LLC

I, J. Stephen Worth, make this Supplemental Declaration under 28 U.S.C. § 1746 and state:

1.   I am a Managing Director with Evercore Group L.L.C. (together with its wholly-owned subsidiaries, agents, independent contractors and employees, "Evercore"), financial advisor to General Motors Corporation and the other above-captioned debtors and debtors in possession (collectively the "Debtors" and, together with their non-debtor affiliates, "GM"). I am the same J. Stephen Worth who filed a declaration, dated May 31, 2009 (the "Declaration"), in support of the proposed sale and transfer of substantially all of the Debtors' assets to a newly formed entity ("Vehicle Acquisition Holdings LLC"), as described in the Declaration.[1]

2.   I file this Supplemental Declaration to update Evercore's compensation for the Delphi Engagement, as discussed in paragraph 19 of the Declaration. Specifically, in addition to

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[1] Unless otherwise defined in this Supplemental Declaration, capitalized terms shall have the same meaning as in the Declaration

the total fees of $5.5 million and reimbursed expenses in the amount of $76,888 for all services rendered related to the Delphi Engagement prior to the commencement of the Debtors' Chapter 11 case, on May 27, 2009, Evercore received an additional fee of $500,000 and payment of expenses of $20,000 for services related to the engagement. Additional compensation may be earned under the Delphi Engagement in certain circumstances.

I declare, under penalty of perjury, that the forgoing is true and correct, to the best of my knowledge.

Executed on June 4, 2009

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J. Stephen Worth